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Attorneys for Defendants
 SKILLSOFT PLC, DAVID C. DRUMMOND, AND
 GREGORY M. PRIEST

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

JODY GLIDDEN, MICHAEL LEBLANC AND
 TRISH GLIDDEN,

Plaintiffs,

vs.

SKILLSOFT PLC (FKA SMARTFORCE PLC);
 SLATE ACQUISITION CORP.; DAVID C.
 DRUMMOND; GREGORY M. PRIEST;
 PATRICK E. MURPHY; AND JACK HAYES,

Defendants.

Case No: C-04-4913-CRB

**STIPULATION AND [PROPOSED] ORDER
 REGARDING FILING THIRD AMENDED
 COMPLAINT**

1 WHEREAS, on January 20, 2006, the Court in the above-captioned action ("Action") heard the
2 Motion To Dismiss And Strike Plaintiffs' Second Amended Complaint Or, In The Alternative, For
3 Partial Summary Judgment Of Plaintiff Trish Glidden's Claims For Relief (the "Motion");

4 WHEREAS, on January 20, 2006, the Court issued an order granting, in part, and denying, in part,
5 the Motion (the "Order");

6 WHEREAS, Plaintiffs Jody Glidden and Michael LeBlanc ("Plaintiffs") and Defendants SkillSoft
7 PLC, David C. Drummond, and Gregory M. Priest ("Defendants") agree that it is in the interest of
8 efficiency for Plaintiffs to file a Third Amended Complaint to conform the pleading to the Court's
9 Order;

10 NOW THEREFORE, Plaintiffs and Defendants stipulate and agree, without waiving any
11 arguments regarding the sufficiency of the pleadings, that:

12 1. Plaintiffs will file a Third Amended Complaint in the form attached hereto as Exhibit "A."
13 Upon approval of the court of this stipulation, the Third Amended Complaint attached hereto as Exhibit
14 A will be deemed to have been filed.

15 2. Defendants will respond (by answer, and not by motion to dismiss or strike) to the Third
16 Amended Complaint by February 10, 2006.

17 Dated: January 27, 2006

NOSSAMAN, GUTHNER, KNOX & ELLIOTT, LLP
STEPHEN N. ROBERTS

18 / S /

19 By: _____
STEPHEN N. ROBERTS

20 Attorneys for Plaintiffs
21 JODY GLIDDEN, MICHAEL LEBLANC
AND TRISH GLIDDEN

22 Dated: January 27, 2006

23 BERGESON, LLP
24 DANIEL J. BERGESON
CAROLINE MCINTYRE

25 / S /

26 By: _____
CAROLINE MCINTYRE
27 Attorneys for Defendants
SKILLSOFT PLC, DAVID C. DRUMMOND, AND
28 GREGORY M. PRIEST

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2 IT IS SO ORDERED.

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4 Dated: February 01, 2006
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